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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
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Reorganized Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER RESOLVING REORGANIZED DEBTORS'
MOTION FOR ORDER ENFORCING MODIFIED PLAN AND PLAN MODIFICATION
ORDER INJUNCTIONS AGAINST INDENTURE TRUSTEE WITH RESPECT TO CERTAIN
1995 BONDS ISSUED BY THE MICHIGAN STRATEGIC FUND (DOCKET NO. 20772)

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized
debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Law
Debenture Trust Company of New York (the "Indenture Trustee"), as indenture trustee with

respect to the Michigan Strategic Fund Multi-Modal Interchangeable Rate Pollution Control Refunding Revenue Bonds (General Motors Corporation Project), Series 1995, in the aggregate principal amount of \$58.8 million (the "Bonds"), respectfully submit this Joint Stipulation And Agreed Order Resolving Reorganized Debtors' Motion For Order Enforcing Modified Plan And Plan Modification Order Injunctions Against Indenture Trustee With Respect To Certain 1995 Bonds Issued By The Michigan Strategic Fund (Docket No. 20772) (the "Stipulation"), and agree and state as follows:

WHEREAS, by letter dated October 18, 2010 and in other post-emergence communications, the Indenture Trustee has demanded payment from DPH Holdings with respect to the Bonds (the "Demand").

WHEREAS, on November 4, 2010, the Reorganized Debtors filed the Reorganized Debtors' Motion For Order Enforcing Modified Plan And Plan Modification Order Injunctions Against Indenture Trustee With Respect To Certain 1995 Bonds Issued By The Michigan Strategic Fund (Docket No. 20772) (the "Motion") seeking the entry of an order enforcing the injunctions set forth in Article 11.14 of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 18707 Ex. A) (the "Modified Plan") and paragraph 22 of the Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order (Docket No. 12359) (Docket No. 18707) (the "Plan Modification Order"), which enjoin any person from taking any action against DPH Holdings or any of the other former debtors in the above-captioned cases to collect, offset, or

recover any claim, interest, or cause of action satisfied, released, or discharged under the Modified Plan.

NOW, THEREFORE, the Reorganized Debtors and the Indenture Trustee stipulate and agree as follows:

A. The Indenture Trustee acknowledges that it is subject to the injunctions in Article 11.14 of the Modified Plan and paragraph 22 of the Plan Modification Order (collectively, the "Plan Injunction"); provided that nothing set forth in this Stipulation shall in any way prejudice any rights that the Indenture Trustee may have under law or equity to seek an order from this Court for relief from the Plan Injunction with respect to any claims arising in connection with the Bonds.

B. The Indenture Trustee shall not make any demand for payment or take any other action to obtain payment with respect to the Bonds from DPH Holdings or any of the other former debtors in the above-captioned cases without first seeking and obtaining the authorization of this Court to take such action.

C. Subject to the foregoing, the parties reserve all other rights, claims, and defenses in connection with any subsequent matter or proceeding concerning the Bonds.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is resolved on the terms set forth in this Stipulation, which is hereby approved.
2. This Stipulation shall be binding on any successor indenture trustee with respect to the Bonds.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation or any of the rights, claims, and defenses reserved in this Stipulation.

So Ordered in White Plains, New York, this 10th day of December, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler
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